

E-filed 9/28/06

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7 Attorneys for Defendants Rambus Inc.,
8 Thomas J. Bentley, Sunlin Chou,
9 Michael P. Farmwald, Mark Horowitz,
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Satish Rishi and Abraham Sofaer

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

14 MICHAEL A. BERNSTEIN PROFIT SHARING)
15 KEOGH PLAN and RONALD L. SCHWARCZ,)
on Behalf of Themselves and All Others Similarly)
Situated,)
16 Plaintiff,)
17 v.)
18 HAROLD HUGHES, DAVID MOORING,)
ROBERT K. EULAU, GEOFFREY TATE,)
BRUCE DUNLEVIE, P. MICHAEL)
FARMWALD, JOHN D. DANFORTH, MARK)
HOROWITZ, KEVIN KENNEDY, CHARLES)
GESCHKE, WILLIAM DAVIDOW, and)
RAMBUS INC.,)
22 Defendants.)
23 JOSEPH MANIGLIA, Individually and On Behalf)
of All Others Similarly Situated.)
24 Plaintiff,)
25 v.)
26 HAROLD HUGHES, GEOFF TATE, ROBERT)
EULAU, SATISH RISHI and RAMBUS INC.,)
28 Defendants.)

CASE NO.: C 06-4346 JF
**STIPULATION AND [PROPOSED]
CONSOLIDATION AND
SCHEDULING ORDER**

CASE NO.: C 06-4427 RS

1 ANATOLE OLCZAK, On Behalf of Himself And) CASE NO.: C 06-4629 BZ
2 All Others Similarly Situated.)
3 Plaintiff,)
4 v.)
5 RAMBUS INC., HAROLD HUGHES, ROBERT)
6 K. EULAU, GEOFFREY TATE, BRUCE)
7 DUNLEVIE, P. MICHAEL FARMWALD,)
8 KEVIN KENNEDY, CHARLES GESCHKE, and)
9 WILLIAM DAVIDOW,)
10 Defendants.)
11)
12 MARILYN FREEDMAN, on behalf of herself and) CASE NO.: C 06-4715 WHA
13 all others similarly situated.)
14 Plaintiff,)
15 v.)
16 RAMBUS INC., HAROLD HUGHES, GEOFF)
17 TATE, J. THOMAS BENTLEY, SUNLIN CHOU,)
18 JOHN DANFORTH, WILLIAM DAVIDOW,)
19 BRUCE DUNLEVIE, ROBERT K. EULAU, P.)
20 MICHAEL FARMWALD, MARK HOROWITZ,)
21 KEVIN KENNEDY, DAVID MOORING, and)
22 ABRAHAM SOFAER,)
23 Defendants.)
24)
25 WENDELL WILLIAMS, Individually and on) CASE NO.: C 06-4732 MJJ
26 Behalf of All Others Similarly Situated.)
27 Plaintiff,)
28 v.)
29 HAROLD HUGHES, DAVID MOORING,)
30 ROBERT K. EULAU, GEOFFREY TATE,)
31 BRUNCE DUNLEVIE, P. MICHAEL)
32 FARMWALD, JOHN D. DANFORTH, MARK)
33 HOROWITZ, KEVIN KENNEDY, CHARLES)
34 GESCHKE, WILLIAM DAVIDOW, and)
35 RAMBUS, INC.,)
36 Defendants.)
37)

38 The parties hereby stipulate, and the Court hereby orders, as follows:
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CONSOLIDATION OF RELATED CASES

1. The following actions are related cases:

Michael A. Bernstein Profit Sharing Plan v. Hughes, et al., No. C 06-4346 JF;

Maniglia v. Hughes, et al., No. C 06-4427 RS;

Olczak v. Rambus Inc., et al., No. C 06-4629 BZ;

Freedman v. Rambus Inc., et al., No. C 06-4715 WHA; and

Williams v. Hughes, et al., No. C 06-4732 MJJ.

Pursuant to Federal Rule of Civil Procedure 42(a), these cases are hereby consolidated into Civil Action No. C 06-4346 JF, for all purposes, including pretrial proceedings, trial and appeal. The consolidated action shall be captioned: "*In re Rambus Inc. Securities Litigation.*"

- 11 2. All related actions that are subsequently filed in, or transferred to, this District
12 shall be consolidated into this action for pretrial purposes. This Order shall apply to every such
13 related action, absent order of the Court. A party that objects to such consolidation, or to any
14 other provision of this Order, must file an application for relief from this Order within thirty (30)
15 days after the date on which a copy of the order is served on the party's counsel.

- 16 3. This Order is entered without prejudice to the rights of any party to apply for
17 severance of any claim or action, for good cause shown.

MASTER DOCKET AND CAPTION

- 19 4. The docket in Civil Action No. C 06-4346 JF shall constitute the Master Docket
20 for this action.

- 21 | 5. Every pleading filed in the consolidated action shall bear the following caption:

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

25 IN RE RAMBUS INC. SECURITIES) Master File No. 06-4346 JF
LITIGATION)
26)
27 _____)
28 This Document Relates To:)

1 6. The file in Civil Action No. C 06-4346 JF shall constitute a Master File for every
2 action in the consolidated action. When the document being filed pertains to all actions, the
3 phrase "All Actions" shall appear immediately after the phrase "This Documents Relates To:".
4 When a pleading applies only to some, but not all, of the actions, the document shall list,
5 immediately after the phrase "This Documents Relates To:", the docket number for each
6 individual action to which the document applies, along with the last name of the first-listed
7 plaintiff in said action.

8 7. The parties shall file a Notice of Related Cases whenever a case that should be
9 consolidated into this action is filed in, or transferred to, this District. If the Court determines
10 that the case is related, the clerk shall:

- 11 (a) place a copy of this Order in the separate file for such action;
12 (b) serve on plaintiff's counsel in the new case a copy of this Order;
13 (c) direct that this Order be served upon defendants in the new case; and
14 (d) make the appropriate entry in the Master Docket.

15 **LEAD PLAINTIFF AND LEAD COUNSEL**

16 8. After the Court has designated a Lead Plaintiff and Lead Counsel in accordance
17 with the Private Securities Litigation Reform Act, Lead Counsel shall have authority to speak
18 for, and enter into agreements on behalf of, plaintiffs in all matters regarding pretrial procedures,
19 discovery, and settlement negotiations. Lead Counsel shall manage the prosecution of this
20 litigation to avoid duplicative or unproductive activities. Lead Counsel shall be responsible for
21 coordination of all activities and appearances on behalf of plaintiffs and for dissemination of
22 notices and orders. Lead Counsel shall be responsible for communications with the Court. Lead
23 Counsel shall maintain a master service list of all parties and counsel.

24 9. Defendants' counsel may rely upon agreements made with Lead Counsel. Such
25 agreements shall be binding on all plaintiffs.

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PLEADINGS AND MOTIONS

2 10. Defendants are not required to respond to the complaint in any action
3 consolidated into this action, other than the consolidated complaint or a complaint designated as
4 the operative complaint by Lead Counsel.

5 11. Unless otherwise agreed upon by the parties or ordered by the Court, Lead
6 Counsel shall file a consolidated complaint or file a designation of a complaint as the operative
7 complaint forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and
8 Lead Counsel. The consolidated complaint or complaint designated as the operative complaint
9 shall supersede all complaints filed in any of the actions consolidated therein.

12. Unless otherwise agreed upon by the parties and approved by the Court, the time
for all defendants to respond is extended until forty-five (45) days after the later of (a) the filing
of the consolidated complaint; or (b) the filing designating a complaint as the operative
complaint by Lead Counsel. Unless otherwise agreed upon by the parties and approved by the
Court, if defendants file any motions directed at the complaint, the opposition brief shall be filed
within forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days
thereafter.

17 13. The parties shall serve all papers on each other by hand, by overnight delivery, by
18 facsimile, or by e-filing, unless otherwise agreed upon by the parties. Notwithstanding the
19 foregoing, defendants may serve plaintiffs' counsel, other than Lead Counsel, by first-class mail,
20 unless otherwise agreed upon by the parties.

22 | Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: _____ /s/ Randolph Gaw
Randolph Gaw

Attorneys for Defendants
Rambus Inc., Thomas J. Bentley, Sunlin Chou, Michael P.
Farmwald, Mark Horowitz, Harold Hughes, Kevin
Kennedy, Satish Rishi and Abraham Sofaer

1 Dated: September 20, 2006 MORRISON & FOERSTER LLP
2
3 By: _____ /s/ Darryl P. Rains
Darryl P. Rains
4 Attorneys for Defendant John Danforth
5
6 Dated: September 20, 2006 SHEARMAN & STERLING LLP
7
8 By: _____ /s/ Justin S. Chang
Justin S. Chang
9 Attorneys for Defendants
10 William Davidow, Bruce Dunlevie and Charles Geschke
11
12 Dated: September 20, 2006 IRELL & MANELLA LLP
13
14 By: _____ /s/ Daniel P. Lefler
Daniel P. Lefler
15 Attorneys for Defendant Geoffrey Tate
16
17 Dated: September 20, 2006 STULL, STULL & BRODY
18
19 By: _____ /s/ Howard T. Longman
Howard T. Longman
20 Attorneys for Plaintiffs
21 Michael A. Bernstein Profit Sharing Keogh Plan and
Ronald L. Schwarcz
22
23
24 Dated: September 20, 2006 HULETT HARPER STEWART LLP
25
26 By: _____ /s/ Sarah P. Weber
Sarah P. Weber
27 Attorneys for Plaintiff Joseph Maniglia
28

1 Dated: September 20, 2006 KLAFTER & OLSEN LLP

2

3 By: _____ /s/ Kurt B. Olsen
4 Kurt B, Olsen

5 Attorneys for Plaintiff Anatole Olczak

6

Dated: September 20, 2006 JOHNSON & PERKINSON

7

8 By: _____ /s/ James F. Conway, III
9 James F. Conway, III

10

Attorneys for Plaintiff Wendell Williams

11

Dated: September 20, 2006 GLANCY BINKOW & GOLDBERG LLP

12

13 By: _____ /s/ Lionel Z. Glancy
14 Lionel Z. Glancy

15

Attorneys for Plaintiff Marilyn Freedman

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IT IS SO ORDERED:

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Pursuant to the parties' stipulation, the Court hereby orders, that pursuant to Federal Rule
19 of Civil Procedure 42(a), the following related actions are consolidated into Civil Action No. C
20 06-4346 JF for pretrial proceedings, trial, and appeal:

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Michael A. Bernstein Profit Sharing Plan v. Hughes, et al., No. C 06-4346 JF;

22

Maniglia v. Hughes, et al., No. C 06-4427 RS;

23

Olczak v. Rambus Inc., et al., No. C 06-4629 BZ;

24

Freedman v. Rambus Inc., et al., No. C 06-4715 WHA; and

25

Williams v. Hughes, et al., No. C 06-4732 MJJ.

26

The consolidated action shall be captioned: "*In re Rambus Inc. Securities Litigation.*"

27

All related actions that are subsequently filed in, or transferred to, this District shall be

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1 consolidated into this action for pretrial purposes. This Order shall apply to every such related
2 action, absent order of the Court.

3 Defendants are not required to respond to the complaint in any action consolidated into
4 this action, other than the consolidated complaint or a complaint designated as the operative
5 complaint by Lead Counsel.

6 Unless otherwise agreed upon by the parties or ordered by the Court, Lead Counsel shall
7 file a consolidated complaint or file a designation of a complaint as the operative complaint
8 forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and Lead
9 Counsel. The consolidated complaint or complaint designated as the operative complaint shall
10 supersede all complaints filed in any of the actions consolidated therein.

11 Unless otherwise agreed upon by the parties and approved by the Court, the time for all
12 defendants to respond is extended until forty-five (45) days after the later of (i) the filing of the
13 consolidated complaint; or (ii) the filing designating a complaint as the operative complaint by
14 Lead Counsel. Unless otherwise agreed upon by the parties and approved by the Court, if
15 defendants file any motions directed at the complaint, the opposition brief shall be filed within
16 forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days thereafter.

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18 Dated: _____ 9/22/06



Hon. Jeremy D. Fogel
United States District Court Judge

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1 I, Randolph Gaw, am the ECF User whose identification and password are being used to
2 file the Stipulation and [Proposed] Consolidation and Scheduling Order. In compliance with
3 General Order 45.X.B, I hereby attest that Darryl P. Rains, Justin S. Chang, Daniel P. Lefler,
4 Howard T. Longman, Sarah P. Weber, Kurt B. Olsen, James F. Conway, III and Hal K. Levitte
5 have concurred in this filing.

6
7 Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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9 By: _____ /s/ Randolph Gaw
10 _____
Randolph Gaw

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